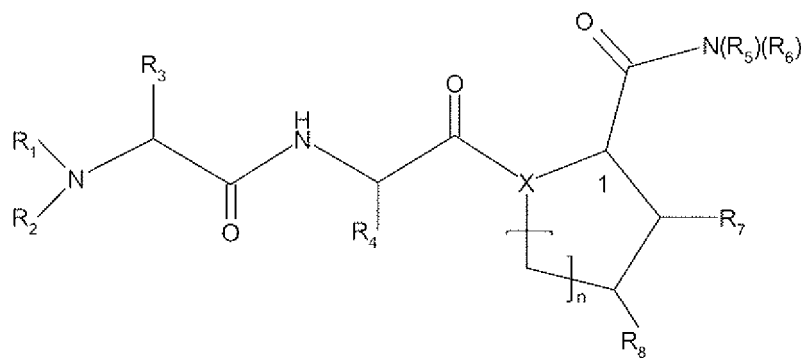


Listing of Claims:

Claims 1-14 (canceled)

Claim 15 (Currently Amended): A compound of the formula (I)



wherein

R₁ is H;

R₂ is H, C₁-C₄alkyl which is unsubstituted or substituted by one or more substituents selected from halogen, -OH, -SH, -OCH₃, -SCH₃, -CN, -SCN and nitro;

R₃ is H, -CF₃, -C₂F₅, -CH₂-Z or R₂ and R₃ together form with the nitrogen form a C₃-C₆heteroaliphatic ring;

Z is H, -OH, F, Cl, -CH₃; -CF₃, -CH₂Cl, -CH₂F or -CH₂OH;

R₄ is C₁-C₁₆ straight chain alkyl, C₃-C₁₀ branched chain alkyl, -(CH₂)₀₋₆-C₃-C₇-cycloalkyl, -(CH₂)₁₋₆-Z₁, -(CH₂)₀₋₆-phenyl, and -(CH₂)₀₋₆-het, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted;

Z₁ is -N(R₉)-C(O)-C₁-C₁₀alkyl, -N(R₉)-C(O)-(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -N(R₉)-C(O)-(CH₂)₀₋₆-phenyl, -N(R₉)-C(O)-(CH₂)₁₋₆-het, -C(O)-N(R₁₀)(R₁₁), -C(O)-O-C₁-C₁₀alkyl, -C(O)-O-(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -C(O)-O-(CH₂)₀₋₆-phenyl, -C(O)-O-(CH₂)₁₋₆-het, -O-C(O)-C₁-C₁₀alkyl, -O-C(O)-(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -O-C(O)-(CH₂)₀₋₆-phenyl, -O-C(O)-(CH₂)₁₋₆-het, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted;

het is a 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O and S, or an 8-12 membered fused ring system including at least one 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O, and S, which heterocyclic ring or fused ring system is unsubstituted or substituted on a carbon atom by halogen, hydroxy, C₁-C₄alkyl, C₁-C₄alkoxy, nitro, -O-C(O)-C₁-C₄alkyl or -C(O)-O-C₁-C₄alkyl or on a nitrogen by C₁-C₄alkyl, -O-C(O)-C₁-C₄alkyl or -C(O)-O-C₁-C₄alkyl;

R₉ is H, -CH₃, -CF₃, -CH₂OH or CH₂Cl;

R₁₀ and R₁₁ are each independently H, C₁-C₄alkyl, C₃-C₇-cycloalkyl, -(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -(CH₂)₀₋₆-phenyl, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted, or R₁₀ and R₁₁ together with the nitrogen are het;

X is CH or N;

R₅ is H, C₁-C₁₀-alkyl, C₃-C₇-cycloalkyl, -(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -C₁-C₁₀-alkyl-aryl, -(CH₂)₀₋₆-C₃-C₇-cycloalkyl-(CH₂)₀₋₆-phenyl, -(CH₂)₀₋₄CH-((CH₂)₁₋₄-phenyl)₂, -(CH₂)₀₋₆-CH(phenyl)₂, -C(O)-C₁-C₁₀alkyl, -C(O)-(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -C(O)-(CH₂)₀₋₆-phenyl, -(CH₂)₁₋₆-het, -C(O)-(CH₂)₁₋₆-het, wherein the alkyl, cycloalkyl, phenyl and aryl substituents are unsubstituted or substituted;

R₆ is H, methyl, ethyl, -CF₃, -CH₂OH or -CH₂Cl; or

R₅ and R₆ together with the nitrogen are het;

R₇ and R₈ are cis relative to the acyl substituent at the one position of the ring and R₇ is each independently H, -C₁-C₁₀ alkyl, -OH, -O-C₁-C₁₀-alkyl, -(CH₂)₀₋₆-C₃-C₇-cycloalkyl, -O-(CH₂)₀₋₆-aryl, phenyl, -(CH₂)₁₋₆-het, -O-(CH₂)₁₋₆-het, -N(R₁₂)(R₁₃), -S-R₁₂, -S(O)-R₁₂, -S(O)₂-R₁₂, -S(O)₂-NR₁₂R₁₃ wherein the alkyl, cycloalkyl and aryl substituents are unsubstituted or substituted;

R₈ is -N(R₁₂)(R₁₃);

R₁₂ and R₁₃ are independently H, C₁-C₁₀ alkyl, -(CH₂)₀₋₆-C₃-C₇-cycloalkyl, -(CH₂)₀₋₆-(CH)₀₋₁(aryl)₁₋₂, -C(O)-C₁-C₁₀alkyl, -C(O)-(CH₂)₁₋₆-C₃-C₇-cycloalkyl, -C(O)-O-(CH₂)₀₋₆-aryl, -C(O)-(CH₂)₀₋₆-O-fluorenyl, -C(O)-NH-(CH₂)₀₋₆-aryl, -C(O)-(CH₂)₀₋₆-aryl, -C(O)-(CH₂)₁₋₆-het, wherein the alkyl, cycloalkyl and aryl substituents are unsubstituted or substituted; or a substituent that facilitates transport of the molecule across a cell membrane, or R₁₂ and R₁₃ together with the nitrogen are het;

aryl is phenyl or naphthyl which is unsubstituted or substituted;

n is 0, 1 or 2;

and wherein

substituted alkyl substituents are substituted by one or more substituents selected from a double bond, halogen, OH, -O-C₁-C₆alkyl, -S-C₁-C₆alkyl and -CF₃;

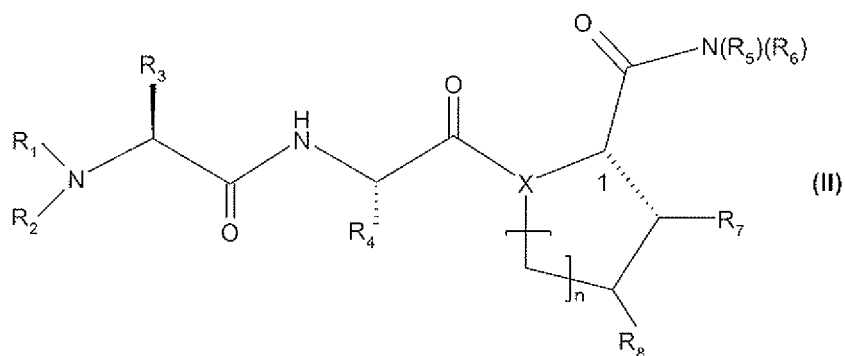
substituted cycloalkyl substituents are substituted by one or more substituents selected from a double bond, C₁-C₆alkyl, halogen, OH, -O-C₁-C₆alkyl, -S-C₁-C₆alkyl and -CF₃; and

substituted phenyl or aryl are substituted by one or more substituents selected from halogen, hydroxy, C₁-C₄ alkyl, C₁-C₄ alkoxy, nitro, -CN, -O-C(O)-C₁-C₄alkyl and -C(O)-O-C₁-C₄-alkyl, or a pharmaceutically acceptable salt thereof.

Claim 16 (original): A compound of claim 15 wherein R_2 is H or methyl and R_3 is methyl.

Claim 17 (original): A compound of claim 15 wherein n is 1.

Claim 18 (original): A compound of claim 15 having the stereochemistry indicated in formula II



Claim 19 (original): A compound of claim 18 wherein R_2 is H or methyl and R_3 is methyl.

Claim 20 (original): A compound of claim 18 wherein n is 1.

Claim 21 (original): A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula I according to claim 15.

Claim 22 (original): A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula II according to claim 18.

Claim 23 (original): A pharmaceutical composition according to claim 21 for treating a proliferative disease.

Claim 24 (original): A pharmaceutical composition according to claim 22 for treating a proliferative disease.

Claim 25 – 28 (withdrawn).